

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

**SUMMARY OF FIRST INTERIM FEE APPLICATION OF KROLL RESTRUCTURING
ADMINISTRATION LLC, AS ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JANUARY 19, 2023 THROUGH SEPTEMBER 30, 2023**

Name of Applicant: Kroll Restructuring Administration LLC
("Kroll")

Authorized to Provide Services as: Administrative Advisor

Date of Retention: February 24, 2023, *nunc pro tunc* to
January 19, 2023

Period for which compensation and
reimbursement is sought: January 19, 2023 through September 30,
2023 ("Interim Fee Period")²

Amount of Compensation Sought as Actual,
Reasonable and Necessary: \$23,114.00

Amount of Expense Reimbursement Sought: \$0.00

**Total Amount of Fees and Expense Reimbursement
Sought as Actual, Reasonable and Necessary: \$23,114.00**

Total Amount Sought to Be Paid at This Time: \$11,659.60

This is an: _____ monthly X interim _____ final application.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's tax identification number (or equivalent identifier), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); and Genesis Asia Pacific Pte. Ltd.. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

² Kroll did not incur any fees and expenses during the months of January through April 2023 in its capacity as administrative advisor.

Prior Monthly Statements

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
7/20/23; ECF No. 532	5/1/23 – 6/30/23	\$12,297.60 (payment of 80% or \$9,838.08)	\$0.00	\$9,838.08 (80% of \$12,297.60)	\$0.00	\$2,459.52
8/30/23; ECF No. 639	7/1/23 – 7/31/23	\$8,796.00 (payment of 80% or \$7,036.80)	\$0.00	\$7,036.80 (80% of \$8,796.00)	\$0.00	\$1,759.20
9/21/23; ECF No. 727	8/1/23 – 8/31/23	\$1,526.40 (payment of 80% or \$1,221.12)	\$0.00	\$1,221.12 (80% of \$1,526.40)	\$0.00	\$305.28
10/24/23; ECF No. 835	9/1/23 – 9/30/23	\$494.00 (payment of 80% or \$395.20)	\$0.00	\$395.20 (80% of \$494.00)	\$0.00	\$98.80

Summary of Hours Billed by Kroll Employees During the Interim Fee Period

Employee Name	Title	Total Hours	Rate	Total
Berman, Jessica G	Director	0.30	\$245.00	\$73.50
Brunswick, Gabriel	Director	1.30	\$245.00	\$318.50
Porter, Christine C	Director	0.30	\$205.00	\$61.50
Johnson, Craig	Director of Solicitation	8.00	\$245.00	\$1,960.00
Kesler, Stanislav	Director of Solicitation	3.40	\$245.00	\$833.00
Orchowski, Alex T	Director of Solicitation	24.00	\$245.00	\$5,880.00
Brown, Mark M	Solicitation Consultant	16.40	\$220.00	\$3,608.00
Gache, Jean	Solicitation Consultant	5.10	\$220.00	\$1,122.00
Scully, Nickesha C	Solicitation Consultant	2.80	\$220.00	\$616.00
Steinberg, Zachary	Solicitation Consultant	13.50	\$220.00	\$2,970.00
Taatjes, Hayden S	Solicitation Consultant	51.80	\$220.00	\$11,396.00
Cintron, Jonathan	Consultant	0.30	\$180.00	\$54.00
	TOTAL	127.20		\$28,892.50³
	BLENDED RATE		\$227.14	

³ This amount has been discounted to \$23,114.00 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$181.71.

Summary of Hours Billed by Subject Matter During the Interim Fee Period

Matter Description	Total Hours	Total
Call Center / Credit Inquiry	1.30	\$286.00
Retention / Fee Application	1.60	\$372.50
Solicitation	124.30	\$28,234.00
TOTAL	127.20	\$28,892.50⁴

Summary of Expenses Incurred During the Interim Fee Period

Description	Total
N/A	\$0.00
TOTAL	\$0.00

[Remainder of page intentionally left blank]

⁴ This amount has been discounted to \$23,114.00 in accordance with the terms of Kroll's retention.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

**FIRST INTERIM FEE APPLICATION OF KROLL RESTRUCTURING
ADMINISTRATION LLC, AS ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JANUARY 19, 2023 THROUGH SEPTEMBER 30, 2023**

Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor to Genesis Global Holdco, LLC and certain of its affiliates as debtors and debtors in possession (collectively, the “**Debtors**”), files this first interim fee application (the “**Application**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules (the “**Local Bankruptcy Rules**”) of the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 101] (the “**Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the interim period from January 19, 2023 through September 30, 2023 (the “**Interim Fee Period**”).² In support of the Application, Kroll respectfully represents as follows:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (or equivalent identifier), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); and Genesis Asia Pacific Pte. Ltd.. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

² Kroll did not incur any fees and expenses during the months of January through April in its capacity as administrative advisor.

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Compensation Order.

Background

3. On January 19, 2023 (the “**Petition Date**”), each of the Debtors commenced with the Court a voluntary case under chapter 11 the Bankruptcy Code. The Debtors are authorized to continue to operate their business and. manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases. On February 3, 2023, an official committee of unsecured creditors was appointed in these cases [Docket No. 55].

Retention of Kroll

4. On February 24, 2023, the Court entered the *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 107] (the “**Administrative Advisor Order**”), which authorized the Debtors to employ and retain Kroll as administrative advisor *nunc pro tunc* to the Petition Date.

Relief Requested

5. By this Application, Kroll seeks allowance on an interim basis of compensation for professional services rendered to the Debtors during the Interim Fee Period in the aggregate

amount of \$23,114.00 and for reimbursement of actual and necessary expenses incurred in connection with the rendering of such services in the aggregate amount of \$0.00, for a total aggregate amount of \$23,114.00. Itemized invoices for the Interim Fee Period are attached hereto as **Exhibit A**.

6. The Debtors have been given the opportunity to review this Application and have approved the compensation and reimbursement of expenses requested herein.

Monthly Compensation

7. Pursuant to the Compensation Order, Kroll has previously submitted a description of the hours it spent rendering services to the Debtors during the Interim Fee Period and a request for allowance and payment of fees and expenses related to such services in its monthly fee statements filed at Docket Nos. 532, 639, 727 and 835 (each a “**Monthly Fee Statement**” and collectively, the “**Monthly Fee Statements**”).

8. All services for which compensation has been requested by Kroll during the Interim Fee Period were performed for or on behalf of the Debtors. The fees and disbursements sought by this Application do not include any fees or disbursements that have been sought for services provided by Kroll under the Notice and Claims Agent Retention Order,³ which provides for separate procedures for the payment of such fees and disbursements. Similarly, no fees or disbursements for services provided to the Debtors under the Notice and Claims Agent Retention Order has been sought by the Monthly Fee Statements or is being sought hereby.

9. Lastly, except to the extent of the advance paid to Kroll (as described in the Engagement Letter between Kroll and the Debtors) and payment of the fees and disbursements

³ The Notice and Claims Agent Retention Order is that certain *Order Authorizing Retention and Appointment of Kroll Restructuring Administration LLC as Claims and Noticing Agent* entered by the Court on January 26, 2023 [Docket No. 39].

sought in the Monthly Fee Statements, Kroll has neither sought nor received any payment or promises for payment from any source during the Interim Fee Period in connection with the matters described in this Application. Also, there is no agreement or understanding between Kroll and any other person, other than the affiliates, partners, managers, directors and employees of Kroll, for sharing of the compensation to be received for services rendered to the Debtors in these chapter 11 cases.

Summary of Professional Services Rendered

10. The professional services that Kroll rendered during the Interim Fee Period are grouped by subject matter and summarized as follows:

- Call Center / Credit Inquiry

Fees: \$286.00; Hours: 1.30

Call Center / Credit Inquiry services provided included drafting responses to frequently asked questions relating to the upcoming solicitation.

- Retention / Fee Application

Fees: \$372.50; Hours: 1.60

Retention / Fee Application services provided included drafting, revising, and finalizing Kroll's Monthly Fee Statements.

- Solicitation

Fees: \$28,234.00; Hours: 124.30

Solicitation services provided included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding the upcoming solicitation of the Plan; (b) reviewing and analyzing the solicitation materials and approved procedures to be implemented in the upcoming solicitation; (c) responding to inquiries from Debtors' counsel regarding the

upcoming solicitation; and (d) preparing plan class reports in anticipation of the upcoming solicitation.

Summary of Expenses Incurred

11. Kroll is not currently aware of any actual and necessary expenses incurred during the Interim Fee Period in rendering the services described herein.

**Kroll's Requested Fees and
Reimbursement of Expenses Should Be Allowed by this Court**

12. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by Kroll are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the rates charged for such services, (d) the

nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

14. In addition, Kroll's hourly rates are set at a level designed to fairly compensate Kroll for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

15. Lastly, Kroll maintains computerized records of the time spent by employees of Kroll in connection with its role as administrative agent to the Debtors. **Exhibit A** hereto: (a) identifies the employee that rendered services in each task category; (b) describes each service such employee performed; (c) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (d) as applicable, lists the amount and type of expenses incurred.

Allowance of Compensation and Reimbursement of Expenses

16. Kroll requests that it be allowed, on an interim basis, compensation for professional services rendered and reasonable and necessary expenses incurred during the Interim Fee Period in the aggregate amount of \$23,114.00 and \$0.00, respectively, for a total aggregate amount of \$23,114.00. It is possible that some time expended or expenses incurred during the Interim Fee Period are not reflected in this Application. Kroll reserves the right to include such amounts in future fee applications.

Certification of Compliance and Waiver

17. The undersigned has reviewed the requirements of Rule 2016-1 of the Local Rules and that the Application substantially complies with that Local Rule. To the extent that the

Application does not comply in all respects with the requirements of Local Rule 2016-1, Kroll believes that such deviations are not material and respectfully requests that any such requirements be waived.

Notice

18. Pursuant to the Compensation Order, this Application will be served upon the Fee Notice Parties (as defined in the Compensation Order). Kroll submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

WHEREFORE, Kroll respectfully requests that the Court enter an order: (i) granting Kroll interim allowance of compensation for professional services rendered in the aggregate amount of \$23,114.00, which represents 100% of the total compensation for professional services rendered by Kroll during the Interim Fee Period; (ii) granting Kroll reimbursement of \$0.00 for 100% of the actual and necessary costs and expenses incurred by Kroll during the Interim Fee Period; (iii) authorizing and directing the Debtors to pay Kroll \$23,114.00 (less any amounts previously paid) for professional services rendered and for actual and necessary expenses; and (iv) granting such other and further relief as is just and proper.

Dated: November 15, 2023
New York, New York

/s/ Shira D. Weiner
Shira D. Weiner
Gabriel Brunswick
Kroll Restructuring Administration LLC
55 East 52nd Street, 17th Floor
New York, NY 10055
Phone: (212) 257-5450
shira.weiner@kroll.com
gabriel.brunswick@kroll.com

Administrative Advisor to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
FIRST INTERIM FEE APPLICATION OF KROLL RESTRUCTURING
ADMINISTRATION LLC, AS ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JANUARY 19, 2023 THROUGH SEPTEMBER 30, 2023**

I, Shira D. Weiner, hereby certify that:

1. I am the General Counsel to Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor to Genesis Global Holdco, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of Kroll’s compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective as of February 5, 2013 (as adopted by General Order M-447) (the “**Local Guidelines**”), and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 effective January 30, 1996 (the “**UST Guidelines**” together with the Local Guidelines, the “**Fee Guidelines**”), in connection with Kroll’s interim fee application (the “**Application**”) for allowance and approval of compensation for professional services rendered to the Debtors and for reimbursement of actual

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and necessary expenses incurred in connection with such services for the period from January 19, 2023 through September 30, 2023 (the “**Interim Fee Period**”).

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought fall within the Fee Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Kroll and generally accepted by Kroll’s clients; and
- (d) in seeking the reimbursement of expenses described in the Application, Kroll did not make a profit on those services, whether performed by Kroll in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that Kroll has provided the U.S. Trustee, the Debtors, and their attorneys with a statement of Kroll’s fees and expenses accrued during the Interim Fee Period.

5. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, its attorneys, and the U.S. Trustee are each being provided with a copy of the Application.

6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: November 15, 2023
New York, New York

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
Kroll Restructuring Administration LLC
55 East 52nd Street, 17th Floor
New York, NY 10055

Administrative Advisor to the Debtors

Exhibit A



Hourly Fees by Employee through May 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
CHP	Porter, Christine C	DI - Director	0.30	\$205.00	\$61.50
JGB	Berman, Jessica G	DI - Director	0.30	\$245.00	\$73.50
CJ	Johnson, Craig	DS - Director of Solicitation	1.80	\$245.00	\$441.00
STK	Kesler, Stanislav	DS - Director of Solicitation	0.80	\$245.00	\$196.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	0.70	\$245.00	\$171.50
TOTAL:			3.90		\$943.50

Hourly Fees by Task Code through May 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
SOLI	Solicitation	3.90	\$943.50
TOTAL:		3.90	\$943.50

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
05/22/23	STK	DS	Review and respond to inquiry from M. Hatch (Cleary) related to solicitation mailing and process	Solicitation	0.50
05/25/23	ATO	DS	Telephone conference with R. Minott, J. Vanlare and H. Kim (Cleary) related to solicitation	Solicitation	0.70
05/25/23	CHP	DI	Teleconference with A. Orchowski, J. Berman, C. Johnson and S. Kesler (Kroll); K. Hoori, J. VanLare and R. Minott (CGSH); and P. Kinealy (A&M) re proposed solicitation timetable and procedures	Solicitation	0.30
05/25/23	CJ	DS	Teleconference with A. Orchowski, J. Berman, C. Porter and S. Kesler (Kroll), K. Hoori, J. VanLare and R. Minott (CGSH) and P. Kinealy (A&M) re proposed solicitation timetable and procedures	Solicitation	0.30
05/25/23	CJ	DS	Review proposed solicitation timetable in preparation for call with CGSH and A&M	Solicitation	0.40
05/25/23	CJ	DS	Research potential solicitation mechanics in preparation for call with CGSH and A&M	Solicitation	1.10
05/25/23	JGB	DI	Teleconference with C. Johnson, A. Orchowski, C. Porter and S. Kesler (Kroll); K. Hoori, J. VanLare and R. Minott (CGSH); and P. Kinealy (A&M) re proposed solicitation timetable and procedures	Solicitation	0.30
05/25/23	STK	DS	Teleconference with A. Orchowski, J. Berman, C. Porter and C. Johnson (Kroll); K. Hoori, J. VanLare and R. Minott (CGSH); and P. Kinealy (A&M) re proposed solicitation timetable and procedures	Solicitation	0.30
Total Hours					3.90



Hourly Fees by Employee through June 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MMB	Brown, Mark M	SA - Solicitation Consultant	14.70	\$220.00	\$3,234.00
HST	Taatjes, Hayden S	SA - Solicitation Consultant	23.60	\$220.00	\$5,192.00
CJ	Johnson, Craig	DS - Director of Solicitation	5.60	\$245.00	\$1,372.00
STK	Kesler, Stanislav	DS - Director of Solicitation	2.60	\$245.00	\$637.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	16.30	\$245.00	\$3,993.50
TOTAL:			62.80		\$14,428.50

Hourly Fees by Task Code through June 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Credit Inquiry	1.30	\$286.00
SOLI	Solicitation	61.50	\$14,142.50
TOTAL:		62.80	\$14,428.50

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
06/01/23	CJ	DS	Research solicitation and tabulation issues in preparation for upcoming solicitation	Solicitation	1.10
06/01/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
06/02/23	STK	DS	Review disclosure statement for upcoming solicitation	Solicitation	0.50
06/04/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.00
06/05/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	3.00
06/05/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	2.90
06/05/23	STK	DS	Review disclosure statement for upcoming solicitation	Solicitation	0.80
06/06/23	STK	DS	Review disclosure statement motion and accompanying solicitation materials for upcoming solicitation	Solicitation	0.60
06/07/23	CJ	DS	Review and revise draft solicitation procedures motion	Solicitation	2.30
06/07/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.90
06/07/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	3.70
06/07/23	STK	DS	Review disclosure statement motion and accompanying solicitation materials for upcoming solicitation	Solicitation	0.30
06/08/23	ATO	DS	Confer with R. Lim and J. Hughes (Kroll) regarding the upcoming solicitation	Solicitation	0.60
06/08/23	ATO	DS	Respond to inquiries from A. Dinwiddie (Hughes Hubbard) related to solicitation	Solicitation	0.50
06/08/23	ATO	DS	Review and analyze the draft disclosure statement motion and exhibits in preparation for solicitation	Solicitation	1.20
06/09/23	ATO	DS	Confer with R. Lim and J. Hughes (Kroll) regarding the upcoming solicitation	Solicitation	0.50
06/09/23	ATO	DS	Respond to inquiries from A. Dinwiddie (Hughes Hubbard) related to solicitation	Solicitation	0.30
06/09/23	STK	DS	Review disclosure statement motion and accompanying solicitation materials for upcoming solicitation	Solicitation	0.40
06/12/23	ATO	DS	Review and analyze the draft disclosure statement in preparation for solicitation	Solicitation	1.50
06/12/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.20
06/13/23	ATO	DS	Confer with R. Minott (Cleary Gottlieb) related to the draft solicitation procedures motion	Solicitation	0.20
06/13/23	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Credit Inquiry	1.30

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06/13/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	0.80
06/14/23	CJ	DS	Research unique solicitation and tabulation issues presented in this matter	Solicitation	2.20
06/14/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	2.60
06/15/23	ATO	DS	Review and analyze the draft disclosure statement motion and solicitation procedures in preparation for solicitation	Solicitation	2.60
06/15/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.40
06/15/23	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	3.10
06/16/23	ATO	DS	Review and analyze the draft disclosure statement motion and solicitation procedures in preparation for solicitation	Solicitation	0.70
06/16/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
06/23/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.90
06/27/23	ATO	DS	Confer with R. Minott (Cleary) regarding the draft disclosure statement motion	Solicitation	0.30
06/27/23	ATO	DS	Review and analyze draft disclosure statement motion and accompanying exhibits in preparation for solicitation	Solicitation	4.10
06/27/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.60
06/27/23	MMB	SA	Review correspondence with A. Orchowski (Kroll) and R. Minott (Cleary) related to solicitation	Solicitation	0.10
06/28/23	ATO	DS	Confer with R. Minott (Cleary) regarding the draft disclosure statement motion	Solicitation	0.30
06/28/23	ATO	DS	Respond to inquiries from R. Minott (Cleary) related to solicitation	Solicitation	2.30
06/28/23	ATO	DS	Review and analyze draft disclosure statement motion and accompanying exhibits in preparation for solicitation	Solicitation	1.20
06/28/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	3.00
06/29/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.80
06/29/23	MMB	SA	Review correspondence with A. Orchowski and H. Taatjes (Kroll) and R. Minott (Cleary) related to solicitation	Solicitation	0.20
06/30/23	HST	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	1.20
06/30/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.60
Total Hours					62.80



Hourly Fees by Employee through July 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MMB	Brown, Mark M	SA - Solicitation Consultant	1.70	\$220.00	\$374.00
JGA	Gache, Jean	SA - Solicitation Consultant	5.10	\$220.00	\$1,122.00
NCS	Scully, Nickesha C	SA - Solicitation Consultant	2.80	\$220.00	\$616.00
ZS	Steinberg, Zachary	SA - Solicitation Consultant	10.30	\$220.00	\$2,266.00
HST	Taatjes, Hayden S	SA - Solicitation Consultant	25.40	\$220.00	\$5,588.00
GB	Brunswick, Gabriel	DI - Director	0.60	\$245.00	\$147.00
CJ	Johnson, Craig	DS - Director of Solicitation	0.60	\$245.00	\$147.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	3.00	\$245.00	\$735.00
TOTAL:			49.50		\$10,995.00

Hourly Fees by Task Code through July 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	0.60	\$147.00
SOLI	Solicitation	48.90	\$10,848.00
TOTAL:		49.50	\$10,995.00

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
07/03/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.80
07/03/23	MMB	SA	Review correspondence with A. Orchowski (Kroll), J. Margolin (Hughes) and J. VanLare and R. Minott (Cleary) related to solicitation	Solicitation	0.10
07/04/23	HST	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	1.00
07/05/23	HST	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	4.80
07/05/23	MMB	SA	Review correspondence with C. Johnson, A. Orchowski and H. Taatjes (Kroll) and J. Margolin and R. Minott (Cleary) related to solicitation	Solicitation	0.10
07/05/23	NCS	SA	Review solicitation documents in preparation for solicitation	Solicitation	1.40
07/06/23	HST	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	1.00
07/06/23	MMB	SA	Review solicitation documents in preparation for solicitation	Solicitation	1.40
07/07/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.40
07/07/23	MMB	SA	Review correspondence with H. Taatjes (Kroll) and R. Minott (Cleary) related to solicitation	Solicitation	0.10
07/07/23	NCS	SA	Review solicitation documents in preparation for solicitation	Solicitation	1.40
07/11/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.60
07/13/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
07/13/23	JGA	SA	Prepare plan class reports for solicitation mailing	Solicitation	3.10
07/14/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.50
07/14/23	JGA	SA	Prepare plan class reports for solicitation mailing	Solicitation	2.00
07/17/23	ATO	DS	Confer with R. Minott (Cleary Gottlieb) regarding the upcoming solicitation	Solicitation	0.30
07/17/23	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.60
07/17/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.30
07/18/23	ATO	DS	Telephone conference with R. Minott and D. Schwartz (Cleary) related to solicitation	Solicitation	0.50
07/18/23	ATO	DS	Prepare for telephone conference with R. Minott and D. Schwartz (Cleary) related to solicitation	Solicitation	0.80
07/18/23	HST	SA	Prepare plan class reports for upcoming solicitation mailing (update crypto coin amounts to USD)	Solicitation	5.00
07/18/23	HST	SA	Review and analyze solicitation materials and procedures to	Solicitation	1.50

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			be implemented in upcoming solicitation		
07/21/23	ATO	DS	Confer with R. Minott (Cleary Gottlieb) regarding the upcoming solicitation	Solicitation	0.70
07/24/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.50
07/26/23	ATO	DS	Confer with P. Kinealy (Alvarez & Marsal) regarding solicitation	Solicitation	0.40
07/27/23	ZS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.50
07/28/23	ATO	DS	Teleconference with C. Johnson, J. Berman, H. Taatjes, Z. Steinberg and J. Gache (Kroll) and P. Kinealy, P. Wirtz and J. Pogorzelski (A&M) re upcoming solicitation mechanics	Solicitation	0.30
07/28/23	CJ	DS	Teleconference with A. Orchowski, J. Berman, H. Taatjes, Z. Steinberg, J. Gache (Kroll), P. Kinealy, P. Wirtz and J. Pogorzelski (A&M) re upcoming solicitation mechanics	Solicitation	0.60
07/28/23	ZS	SA	Confer with A. Orchowski (Kroll) re case updates	Solicitation	0.30
07/28/23	ZS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	3.00
07/31/23	ZS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.50
07/31/23	ZS	SA	Prepare outstanding solicitation items list for use in upcoming solicitation	Solicitation	3.00
Total Hours					49.50



Hourly Fees by Employee through August 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
ZS	Steinberg, Zachary	SA - Solicitation Consultant	3.20	\$220.00	\$704.00
HST	Taatjes, Hayden S	SA - Solicitation Consultant	2.80	\$220.00	\$616.00
GB	Brunswick, Gabriel	DI - Director	0.40	\$245.00	\$98.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	2.00	\$245.00	\$490.00
TOTAL:			8.40		\$1,908.00

Hourly Fees by Task Code through August 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	0.40	\$98.00
SOLI	Solicitation	8.00	\$1,810.00
TOTAL:		8.40	\$1,908.00

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
08/02/23	ATO	DS	Conduct quality assurance review of the plan class report in preparation for solicitation	Solicitation	1.50
08/09/23	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.80
08/09/23	ZS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.20
08/10/23	ATO	DS	Respond to inquiries from P. Kinealy (Alvarez & Marsal) related to solicitation	Solicitation	0.50
08/14/23	ZS	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
08/15/23	ZS	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	1.00
08/21/23	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.40
Total Hours					8.40



Hourly Fees by Employee through September 2023

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
JCJC	Cintron, Jonathan	CO - Consultant	0.30	\$180.00	\$54.00
GB	Brunswick, Gabriel	DI - Director	0.30	\$245.00	\$73.50
ATO	Orchowski, Alex T	DS - Director of Solicitation	2.00	\$245.00	\$490.00
TOTAL:			2.60		\$617.50

Hourly Fees by Task Code through September 2023

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	0.60	\$127.50
SOLI	Solicitation	2.00	\$490.00
TOTAL:		2.60	\$617.50

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
09/01/23	ATO	DS	Respond to inquiries from R. Minott (Cleary) related to solicitation	Solicitation	0.70
09/14/23	GB	DI	Draft monthly fee statement	Retention / Fee Application	0.30
09/18/23	ATO	DS	Respond to inquiries from R. Minott (Cleary) related to solicitation	Solicitation	1.30
09/21/23	JCJC	CO	Review and file monthly fee application	Retention / Fee Application	0.30
Total Hours					2.60